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UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA

In Re:)	Chapter 11
)	
BCE WEST, L.P., et al.,)	Case Nos. 98-12547 through
)	98-12570-ECF-CGC
)	
Debtors.)	Jointly Administered
)	
EID: 38-3196719)	Contingent Motion for Authority to
)	Assume and Assign Nonresidential Real
)	Property Lease (Store #1867)
)	

Debtor Mayfair Partners, L.P. (“Mayfair”) requests the Court enter an order pursuant to Section 365 of the Bankruptcy Code, authorizing the Debtor to assume and assign one (1) lease of nonresidential real property associated with store #1867, in the event that the sale of the fee property related to the store to Zinx Real Estate Holdings and its successors and assigns closes pursuant to the terms of the Order on Ninth Motion for Authority to Sell Real Property Outside the Ordinary Course of Business Free and Clear of Liens [DE 1139]. In support of this Motion, Debtor states as follows:

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I. JURISDICTION

1. Pursuant to 28 U.S.C. §§ 1334 and 157, the Court has jurisdiction to hear this Motion. Pursuant to 28 U.S.C. § 157(b)(2)(A), (M), and (O), this Motion presents a core proceeding. The relief requested can be authorized in accordance with with 11 U.S.C. § 365(a) and (f).

II. BACKGROUND

2. On October 5, 1998 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11, Title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Arizona (the “Court”). Pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are operating their businesses and managing their property as debtors in possession.

3. Prior to the filing of these cases Debtor Boston Chicken, Inc. (“BCI”) owned the fee property for store #1867 located Midlothian, Virginia. As part of that ownership, BCI entered into a non-residential real property lease (the “Lease”) with Mayfair, which in turn entered into a real property sublease with Einstein/Noah Bagel Corp. (“ENBC”).

4. On August 24, 1999, BCI obtained authority from the Court to sell the fee property for store #1867 to Zinx Real Estate Holdings (“Zinx”) and its successors and assigns, as described in the Order on Ninth Motion for Authority to Sell Real Property Outside the Ordinary Course of Business Free and Clear of Liens.

1 Dated this 7th day of September, 1999

2 DEBTORS AND DEBTORS IN POSSESSION

3
4 By: /s/ H. Rey Stroube, III

5 One of their Attorneys

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22 **CERTIFICATE OF SERVICE**

23 The undersigned hereby certifies that on September 7, 1999 the foregoing document was
24 served by E-mail or first class United States Mail, postage prepaid, on all parties on the Master
25 Service List #12 dated August 26, 1998.
26

/s/ Laura DeWitt